

**BEFORE
THE
PUBLIC SERVICE COMMISSION OF SOUTH CAROLINA
DOCKET NO. 2019-____-C**

**Application of SQF, LLC for Approval of
Sale of Property to SDC Tilson Investor,
LLC**

**APPLICATION
(EXPEDITED CONSIDERATION
REQUESTED)**

SQF, LLC (“SQF”)¹ hereby requests Commission approval pursuant to S.C. Code Ann. § 58-9-310 of an investment by SDC Tilson Investor, LLC (“SDC”) into SQF after which SDC will own and control a majority of SQF (the “Transaction”); and pursuant to S.C. Code Ann. § 58-9-320, approval of an Affiliate Agreement between SQF and Tilson Technology Management, Inc. (“Tilson”). SQF is targeting completion of the initial steps resulting in the transfer of control by July 1, 2019. As such, SQF respectfully requests that the Commission grant expedited consideration of this Application. The approval of this Transaction is in the public interest by providing SQF with the necessary capital to improve and expand its services in South Carolina and the rest of the country.

In support of this Application, Applicant provides the following information:

I. Description of Parties

A. SQF, LLC

¹ SQF, LLC was certificated by the South Carolina Public Service Commission (“Commission”) under a Certificate of Public Convenience and Necessity to provide facilities-based local exchange telecommunications services on January 26, 2018 (Docket No. 2017-308-C).

SQF is a Delaware limited liability company with its principal office at 16 Middle Street, 4th Floor, Portland, Maine 04101. SQF is currently a direct, wholly owned subsidiary of SQF Holdco.² SQF is authorized to provide facilities based local exchange services in South Carolina pursuant to the January 26, 2018 Commission Order 2018-44; Docket No. 2017-308-C.

A copy of SQF's Certificate of Public Convenience in South Carolina is included as Attachment A. Organizational Charts depicting the ownership structure of the parties before and after the Transaction are included in Attachment B.

B. SDC Tilson Investor, LLC

SDC Tilson Investor, LLC is a Delaware limited liability company with a principal office at 3 E. 28th Street, 3rd Floor, New York, New York 10016. SDC is wholly-owned by funds managed by SDC Capital Partners, LP, a New York City-based private investment firm focused on information technology and communications infrastructure.

C. Tilson Technology Management, Inc.

Tilson is a Maine corporation with its principal office at 16 Middle Street, 4th Floor, Portland, Maine 04101. Tilson designs, engineers, permits, and builds fiber optic and wireless infrastructure

² At the time of SQF's certification in South Carolina, it was a wholly owned subsidiary of Tilson Technology Management, Inc. ("Tilson"). On March 12, 2019, Tilson contributed SQF, LLC to a newly created wholly owned holding company, SQF HoldCo, LLC ("SQF HoldCo"). On March 12, 2019, Tilson distributed shares in SQF HoldCo, LLC to its investors pursuant to a Distribution Agreement.

As a result of these actions, SQF (and SQF HoldCo) is no longer a wholly-owned subsidiary of Tilson. However, 1) SQF's ultimate owners (*i.e.* Tilson's investors) remain the same post spin-out and 2) pursuant to the terms of a Services Agreement between SQF and Tilson will continue to provide personnel and services to SQF. To the extent that the Commission believes that this series of transactions requires additional regulatory approval, SQF seeks such approval through this application.

throughout the United States. Tilson currently has 500 employees based in 20 offices throughout the country.

II. Designated Contacts

Questions, correspondence, or other communication concerning this Application should be directed to:

For Applicant:

Charles L.A. Terreni
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1508 Lady Street
Columbia, South Carolina 29201
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With copies to:

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New York, NY 10016
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Tim Schneider
General Counsel
Tilson Technology Management, Inc.
16 Middle St., 4th Floor
Portland, ME 04101

III. Description of the Transaction

A. Investment Agreement

Pursuant to the terms of the Investment Agreement between SDC and SQF dated February 27, 2019, after obtaining the necessary regulatory approvals, SDC will make a series of cash investments in exchange for shares in SQF. A copy of the Investment Agreement is included as Attachment C (Confidential). Once these investments are complete, SDC will own a majority of SQF, LLC, with the remainder held SQF's current owner, SQF HoldCo. As this Transaction will result in the sale of SQF's property in the form of issuance of membership interests, Commission approval is required pursuant to S.C. Code Ann. § 58-9-310.

The completion of the Transaction is conditioned on obtaining required state regulatory approvals. A list of the states in which regulatory approval is required and the actual or anticipated filing date is included as Attachment D. The parties intend to close the Transaction as promptly as practicable after such approvals have been received.

B. Services Agreement

On March 12, 2019 SQF and Tilson entered into a Services Agreement, whereby Tilson will provide "design, engineering, installation maintenance, asset management and related services related to network infrastructure assets, including utility poles for small cell wireless equipment colocation, cell towers and fiber assets." The Services Agreement has a term of ten years. A copy of the Services Agreement is included as Attachment E (Confidential).

This agreement effectively replicates the relationship between SQF and Tilson when SQF was a wholly-owned subsidiary of Tilson. Under the Service Agreement, Tilson will provide direct staffing and general and administrative services to SQF. These services include accounting, administrative

services, tax and insurance management, information technology services, marketing, regulatory support, and executive leadership. Every Tilson shareholder also holds units of SQF HoldCo, SQF's current sole owner and member, and thus Tilson and SQF are affiliated interests pursuant to S.C. Code Ann. § 58-9-320. SQF is therefore filing the Services Agreement as required by S.C. Code Ann. § 58-9-320.

IV. Public Interest Considerations

Approval of the Transaction is in the public interest. The technical and managerial resources available to SQF if the Transaction is approved will be the same or improved: it will continue to be managed and operated by the officers and personnel of Tilson, now supplemented by management of SDC and its parent. SQF will also have access to additional financial resources through its relationship with SDC, allowing it to better meet the needs of its customers and compete in the telecommunications market.

Grant of this Application and SQF's continued presence in the local telecommunications marketplace within the State of South Carolina will serve the public interest by supporting technological innovation, deployment of new infrastructure, lower rates through increased competition, and greater reliability of existing networks. Expanding the availability and reliability of telecommunications services in South Carolina will improve the State's telecommunications infrastructure and facilitate economic development.

The Transaction will have no adverse impact on SQF's customers. SQF will continue to provide services at the same rates and on the same terms and conditions as are currently in effect, and the Transaction will not result in the discontinuance, reduction, loss, or impairment of service to customers. As there will be no effect on any of SQF's customers, notice was not provided through direct mailings.

The change of control will have no impact on rates and SQF has no retail customers which will be affected.

V. Conclusion

For the foregoing reasons, the Applicant submits that the public interest, convenience, and necessity would be furthered by approval of this application. Applicant respectfully requests the Commission's approval of the Transaction pursuant to S.C. Code Ann. § 58-9-310 and S.C. Code Ann. § 58-9-320.

Respectfully submitted,

s/ Charles L.A. Terreni

May 9, 2019

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List of Attachments

Attachment A – SQF Certificate of Public Convenience in South Carolina

Attachment B – Organizational Charts (Pre- and Post-Transaction)

Attachment C – Copy of Investment Agreement (Confidential)

Attachment D – List of States Where Regulatory Approval is Sought

Attachment E – Copy of Services Agreement (Confidential)

Attachment F – SQF Verification Statement

Attachment G – SDC Verification Statement

Attachment A

SQF Certificate of Public Convenience in South Carolina

BEFORE

THE PUBLIC SERVICE COMMISSION OF

SOUTH CAROLINA

DOCKET NO. 2017-308-C - ORDER NO. 2018-44

JANUARY 26, 2018

IN RE: Application of SQF, LLC for a Certificate of) ORDER GRANTING
Public Convenience and Necessity to Provide) CERTIFICATE AND
Facilities-Based Local Exchange Service and) APPROVING FLEXIBLE
for Flexible Regulation of Its Local) REGULATION
Exchange Services)

The Commission's Clerk's Office instructed the Company to publish, one time, a Notice of Filing in a newspaper of general circulation in the areas of the state affected by the Application. The purpose of the Notice of Filing was to inform interested parties of the Application of the Company and of the manner and time in which to file the appropriate pleadings for the participation in the proceeding. The Applicant complied

with the instruction and provided the Commission with proofs of publication of the Notice of Filing. A Petition to intervene was filed by the South Carolina Telephone Coalition (“SCTC”). Subsequent to the intervention, the Company and SCTC reached a Stipulation, attached hereto as Order Exhibit 1.

On January 3, 2018, Lessie Hammonds, counsel for the South Carolina Office of Regulatory Staff (“ORS”), filed a letter with the Commission stating that it had reviewed the Application and did not oppose the Commission granting the Application. The ORS also sought to be permitted to be excused from the hearing in the Docket. The Applicant did not object to the ORS request. The Hearing Examiner granted the ORS request to be excused from the hearing by Directive dated January 4, 2018.

A hearing was convened on January 8, 2018, at 10:30 am in the offices of the Commission in Columbia, South Carolina, before Josh Minges, Hearing Examiner. SQF was represented by Charles L.A. Terreni, Esquire. The SCTC did not appear at the hearing. As noted, ORS requested to be excused from the hearing and did not appear.

Timothy Schneider, General Counsel of the Company, testified via video conference in support of the Company’s Application.¹ The record shows that the Company is a limited liability company (“LLC”) organized under the laws of the State of Maine, and that it is authorized to transact business in the State of South Carolina as a foreign LLC.

According to Mr. Schneider, the Company seeks authority to act as a provider of facilities-based local exchange services. Mr. Schneider explained the Company’s request

¹ Mr. Schneider was granted leave to present his testimony remotely by audio-visual connection.

for authority and discussed the Company's services, operations, and marketing procedures. The Company intends to provide service initially to a limited number of business customers, including wireless carriers and other service providers. The Company will offer transport, backhaul, and broadband data services and other voice and data services as well as other infrastructure utilized by carriers. Mr. Schneider also indicated through his testimony that while SQF does not intend to provide services to residential customers initially, it would like to reserve the ability do so in the future. Mr. Schneider also discussed the Company's technical, financial, and managerial resources to provide the services for which it seeks authority.

With regard to technical, financial, and managerial capabilities, the Company's Application and Mr. Schneider's testimony both provide evidence that the Company's management has extensive experience in telecommunications, information technology, regulatory matters, and accounting and finance. The Company maintains a toll-free customer service line, and customers may also contact SQF's administrator by phone directly or via email as well. Mr. Schneider also testified that the Company will operate in accordance with Commission rules, regulations, guidelines and Commission orders. Mr. Schneider averred that approval of the Company's Application was in the public interest.

The Company requests a waiver of S.C. Code Ann. Regs. 103-610, because the Company's books are maintained in the State of Maine, and waiver of any Commission policy that would require it to maintain its books under the Uniform System of Accounts ("USOA") method. The Company uses Generally Accepted Accounting Principles

(“GAAP”) to maintain its books. Therefore, according to the Company, it would create a hardship to maintain a separate accounting system.

The Company also requested waiver of the requirement of S.C. Code Ann. Regs. 103-607 that it file a bond or security because it is financially secure and does not intend to serve retail residential customers. Mr. Schneider testified that the Company will notify the Commission and the ORS before extending service to retail residential customers and will post a bond or security in such amount as be required.

After consideration of the applicable law, the Company’s Application, and the evidence presented at the hearing, and the Hearing Examiner’s recommendation, the Commission hereby issues its Findings of Fact and Conclusions of Law:

FINDINGS OF FACT

1. Applicant is organized as a limited liability company (“LLC”) under the laws of the State of Maine, and is authorized to do business in South Carolina by the Secretary of State as a foreign LLC.
2. Applicant desires to operate as a provider of facilities-based local exchange services in South Carolina.
3. We find that the Applicant possesses the managerial, technical, and financial experience and capability to operate as a provider of facilities-based local exchange services in South Carolina. S.C. Code Ann. Section 58-9-280(B)(1).
4. We find that the issuance of a Certificate of Public Convenience and Necessity to the Applicant to operate as a facilities-based provider of local exchange telecommunications services in South Carolina would be in the best interest of the

citizens of South Carolina by providing more competition, greater innovation, and an improvement in available services.

5. The Company requests a waiver of S.C. Code Ann. Regs. 103-610's requirement that it maintain its books in South Carolina and for waiver of any Commission policy that would require it to maintain its books under the USOA. The Commission finds that the Company's requested waivers are reasonable and understands the potential difficulty presented to the Company should the waivers not be granted. Further, we find that a waiver of S.C. Code Ann. Regs. 103-610 to be in the public interest. We also believe that exemption from the policies that would require the Company to keep its records under the USOA is reasonable.

6. Because the Company does not initially intend to provide retail residential local exchange services, we find that it is appropriate and reasonable to waive S.C. Code Ann. Regs. 103-607. Should the Company offer residential local exchange services in the future in South Carolina, it must notify the Commission and the ORS and comply with such requirements as may be imposed at that time.

7. The Commission finds that the Company's "provision of service will not adversely impact the availability of affordable local exchange service." S.C. Code Ann. Section 58-9-280(B)(3).

8. The Commission finds that Company will support universally available telephone service at affordable rates. S.C. Code Ann. Section 58-9-280(B)(4).

9. The Commission finds that services to be provided by the Company will meet the service standards of the Commission. S.C. Code Ann. Section 58-9-280(B)(2).

10. The Commission finds that the provision of local exchange service by the Company “does not otherwise adversely impact the public interest.” S.C. Code Ann. Section 58-9-280(B)(5).

11. Following execution of a Stipulation with intervenor SCTC, the SCTC withdrew its opposition to the Application.

12. The ORS was permitted to be excused from the hearing and the fact that it did not oppose the grant of the Application herein is duly noted.

CONCLUSIONS OF LAW

1. The Commission concludes that the Company possesses the managerial, technical, and financial resources to provide the telecommunications services as described in its Application.

2. The Commission concludes that the Company will participate in the support of universally available telephone service at affordable rates to the extent that the Company may be required to do so by the Commission.

3. The Commission concludes that the Company will provide services which will meet the service standards of the Commission.

4. The Commission concludes that approval of the Company’s Application to provide facilities-based local exchange telecommunications services within South Carolina will serve the public interest by providing for efficient use of existing telecommunications resources.

5. The Commission concludes that the provision of telecommunications service by the Company will not adversely impact the public interest.

6. The Commission concludes that the issuance of the authority to provide facilities-based local exchange telecommunications services as requested by the Applicant and as set forth in its Application and Mr. Schneider's testimony is in the best interest of the citizens of the State of South Carolina.

7. The Commission concludes that a Certificate of Public Convenience and Necessity should be granted to the Applicant to provide facilities-based local exchange telecommunications services.

8. The Commission concludes that the Company's local exchange telecommunications services shall be regulated in accordance with the principles and procedures established for flexible regulation first granted in Docket No. 97-467-C and by Order No. 98-165. Specifically, the Commission adopts for the Company's competitive intrastate local exchange services a rate structure incorporating maximum rate levels with the flexibility for adjustment below the maximum rate levels approved by the Commission. Further, the Company's local exchange service tariff filings are presumed valid upon filing. An investigation of the tariff filing may be instituted within thirty (30) days of the tariff filing, in which case the tariff filing would be suspended pending further order of the Commission. The notice is timely if dated within thirty (30) days of the filing date. Further, any such tariff filings will be subject to the same monitoring process as similarly situated local exchange carriers.

9. We conclude that the Company's request for waiver of S.C. Code Ann. Regs. 103-610 should be granted, because strict compliance with the regulation potentially causes undue hardship on the Company. We also grant exemption from the

policies requiring the use of the USOA, and grant waiver of the bond or security requirements of S.C. Code. Ann Regs. 103-607.

10. The Stipulation between the Company and the SCTC should be approved.

IT IS THEREFORE ORDERED, ADJUDGED, AND DECREED THAT:

1. A Certificate of Public Convenience and Necessity should be granted to the Company to provide facilities-based local exchange telecommunications services within the State of South Carolina.

2. The regulatory treatment adopted for the Company's services shall conform to the design described in the Conclusions of Law above.

3. If it has not already done so, the Company shall file its revised tariff utilizing the Commission's e-filing system for tariffs within thirty (30) days of the issuance of this Order. The revised tariff should be electronically filed in a text-searchable PDF format using the Commission's DMS system (<http://dms.psc.sc.gov>). An additional copy should be sent via email to etariff@psc.sc.gov to be included in the Commission's ETariff System (<http://etariff.psc.sc.gov>). Future revisions to the tariff should be made using the ETariff System. The revised tariff shall be consistent with the findings of this Order and shall be consistent with the Commission's Rules and Regulations.

4. The Company shall file annual financial information in the form of annual reports and gross receipts reports as required by the Commission. The annual report and the gross receipt report will necessitate the filing of intrastate information. Therefore, the Company shall keep financial records on an intrastate basis for South Carolina to comply

with the annual report and gross receipts filings. The proper form for filing annual financial information can be found at the ORS website at www.regulatorystaff.sc.gov. The title of this form is “Telecommunications Company Annual Report.” This form shall be utilized by the Company to file annual financial information with the Commission and ORS and shall be filed no later than April 1st.

5. Commission gross receipts forms are due to be filed with the Commission and ORS no later than August 31st of each year. The proper form for filing gross receipts information can be found at the ORS website at www.regulatorystaff.sc.gov, and the appropriate form is entitled “Gross Receipts Form.”

6. Each telecommunications company certified in South Carolina is required to file annually with the ORS the Intrastate Universal Service Fund (“USF”) worksheet, which may be found on the ORS’s website at www.regulatorystaff.sc.gov. This worksheet provides ORS information required to determine each telecommunications company’s liability to the State USF fund. The Intrastate USF worksheet is due to be filed annually no later than August 1st with the ORS.

7. The Company shall, in compliance with Commission regulations, designate and maintain an authorized utility representative who is prepared to discuss, on a regulatory level, customer relations (complaint) matters, engineering operations, tests, and repairs. In addition, the Company shall provide to the Commission and ORS in writing the name of the authorized representative to be contacted in connection with general management duties as well as emergencies which occur during non-office hours. The Company shall file the names, addresses, and telephone numbers of these

representatives with the Commission within thirty (30) days of receipt of this Order. The “Authorized Utility Representative” form can be found at the Commission’s website at www.psc.sc.gov/Pages/Forms.aspx; this form shall be utilized for the provision of this information to the Commission and ORS. Further, the Company shall promptly notify the Commission and ORS in writing if the representatives are replaced.

8. The Company is directed to comply with all rules and regulations of the Commission, unless a regulation is specifically waived by the Commission.

9. The Company requested a waiver of S.C. Code Ann Regs. 103-610, which requires that records required by the Commission’s Rules and Regulations be maintained in South Carolina. The Commission finds the Company’s requested waiver reasonable and understands the potential difficulty presented to the Company should the waiver not be granted. The Commission therefore grants the requested waiver. However, the Company shall make available its books and records at all reasonable times upon request by ORS, and the Company shall promptly notify the Commission and ORS if the location of its books and records changes. Further, the Commission acknowledges that the Company shall maintain its financial records in conformance with GAAP. Finally, we waive the requirement that the Company file a bond or security pursuant to S.C. Code Ann. Regs. 103-607 until such time as the Company provides retail residential local exchange service in South Carolina.

10. In the event that the Company offers or provides any service that would implicate Title 23, Chapter 47 of the South Carolina Code Annotated, the Company is required to comply with that Title and Chapter, which governs the establishment and

implementation of a “Public Safety Communications Center,” which is more commonly known as a “911” system or “911 service.” Services available through a 911 system include law enforcement, fire, and emergency medical services. In recognition of the necessity of quality 911 services being provided to the citizens of South Carolina, in the event that the Company offers or provides the appropriate services, the Commission hereby instructs the Company to contact the appropriate authorities regarding 911 service in the counties and cities where the Company will be operating, should the Company become interconnected to the public switched telephone network. Contact with the appropriate 911 service authorities is to be made before beginning local exchange telephone service in South Carolina. Located on the homepage of this Commission’s website at www.psc.sc.gov is a “Quick Link” column. One of the tabs in this column is called “E-911 Information.” Clicking on this tab will provide a list of county and city E-911 coordinators with contact information. By this Order and prior to providing voice or dialtone local exchange services in South Carolina, the Company shall contact the 911 coordinator in each county (and city where the city has its own 911 system) and shall provide information regarding the Company’s operations as required by the 911 system.

11. The Stipulation with SCTC is hereby approved and incorporated as part of this Order.

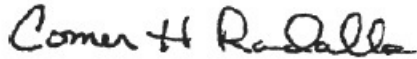
12. This Order shall remain in full force and effect until further order of the Commission.

BY ORDER OF THE COMMISSION:



Swain E. Whitfield, Chairman

ATTEST:



Comer H. Randall, Vice Chairman

BEFORE

THE PUBLIC SERVICE COMMISSION OF
SOUTH CAROLINA

Docket No. 2017-308-C

Re: Application of SQF, LLC for a Certificate of
Public Convenience and Necessity to Provide
Facilities-Based Local Exchange Service, and
for Flexible Regulation of its Local Exchange
Services

STIPULATION

The South Carolina Telephone Coalition ("SCTC") (see attachment "A" for list of companies) and SQF, LLC ("SQF" or "Applicant") hereby enter into the following stipulations. As a consequence of these stipulations and conditions, SCTC does not oppose SQF's Application. SCTC and Applicant stipulate and agree as follows:

1. SCTC does not oppose the granting of a Certificate of Public Convenience and Necessity to Applicant, provided the South Carolina Public Service Commission ("Commission") makes the necessary findings to justify granting of such a certificate, and provided the conditions contained within this stipulation are met.

2. Applicant stipulates and agrees that any Certificate which may be granted will authorize Applicant to provide service only to customers located in non-rural local exchange company ("LEC") service areas of South Carolina, except as provided herein.

3. Applicant stipulates that it is not asking the Commission to make a finding at this time regarding whether competition is in the public interest for rural areas.

4. Applicant stipulates and agrees that it will not provide any local service, by its own facilities or otherwise, to any customer located in a rural incumbent LEC's service area, unless and until Applicant provides such rural incumbent LEC and the Commission with written notice of its intent to do so at least thirty (30) days prior to the date of the intended service. During such notice

period, the rural incumbent LEC will have the opportunity to petition the Commission to exercise all rights afforded it under Federal and State law. Also, Applicant acknowledges that the Commission may suspend the intended date for service in rural LEC territory for ninety (90) days while the Commission conducts any proceeding incident to the Petition or upon the Commission's own Motion, provided that the Commission can further suspend the implementation date upon showing of good cause.

5. Applicant stipulates and agrees that, if Applicant gives notice that it intends to serve a customer located in a rural incumbent LEC's service area, and either (a) the Commission receives a Petition from the rural incumbent LEC to exercise its rights under Federal or State law within such 30-day period, or (b) the Commission institutes a proceeding of its own, then Applicant will not provide service to any customer located within the service area in question without prior and further Commission approval.

6. Applicant acknowledges that any right which it may have or acquire to serve a rural telephone company service area in South Carolina is subject to the conditions contained herein, and to any future policies, procedures, and guidelines relevant to such proposed service which the Commission may implement, so long as such policies, procedures, and guidelines do not conflict with Federal or State law.

7. The parties stipulate and agree that all rights under Federal and State law are reserved to the rural incumbent LECs and Applicant, and this Stipulation in no way suspends or adversely affects such rights, including any exemptions, suspensions, or modifications to which they may be entitled.

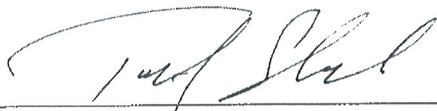
8. Applicant agrees to abide by all State and Federal laws and to participate, to the extent it may be required to do so by the Commission, in the support of universally available telephone service at affordable rates.

9. Applicant hereby amends its application and its prefiled testimony in this docket to the extent necessary to conform with this Stipulation.

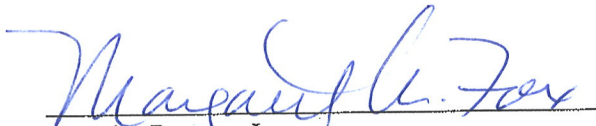
AGREED AND STIPULATED to this 16th ^{November} day of ~~October~~, 2017.

SQF, LLC

South Carolina Telephone Coalition



Timothy Schneider
General Counsel



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Attorneys for the South Carolina Telephone
Coalition

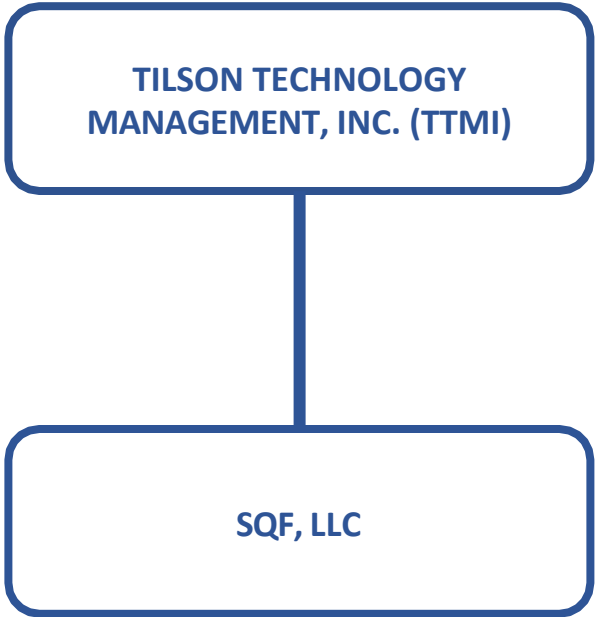
ATTACHMENT A

South Carolina Telephone Coalition Member Companies
for Purposes of Local Service Stipulation

Chesnee Telephone Company
Chester Telephone Company, d/b/a TruVista
Comporium, Inc. (f/k/a Rock Hill Telephone Company)
Farmers Telephone Cooperative, Inc.
Ft. Mill Telephone Company, d/b/a Comporium
Home Telephone ILEC, LLC d/b/a Home Telecom
Lancaster Telephone Company, d/b/a Comporium
Lockhart Telephone Company, d/b/a TruVista
McClellanville Telephone Company (TDS)
Norway Telephone Company (TDS)
Palmetto Rural Telephone Cooperative, Inc.
Piedmont Rural Telephone Cooperative, Inc.
PBT Telecom, d/b/a Comporium
Ridgeway Telephone Company, d/b/a TruVista
St. Stephen Telephone Company (TDS)
West Carolina Rural Telephone Cooperative, Inc.
Williston Telephone Company (TDS)

Attachment B

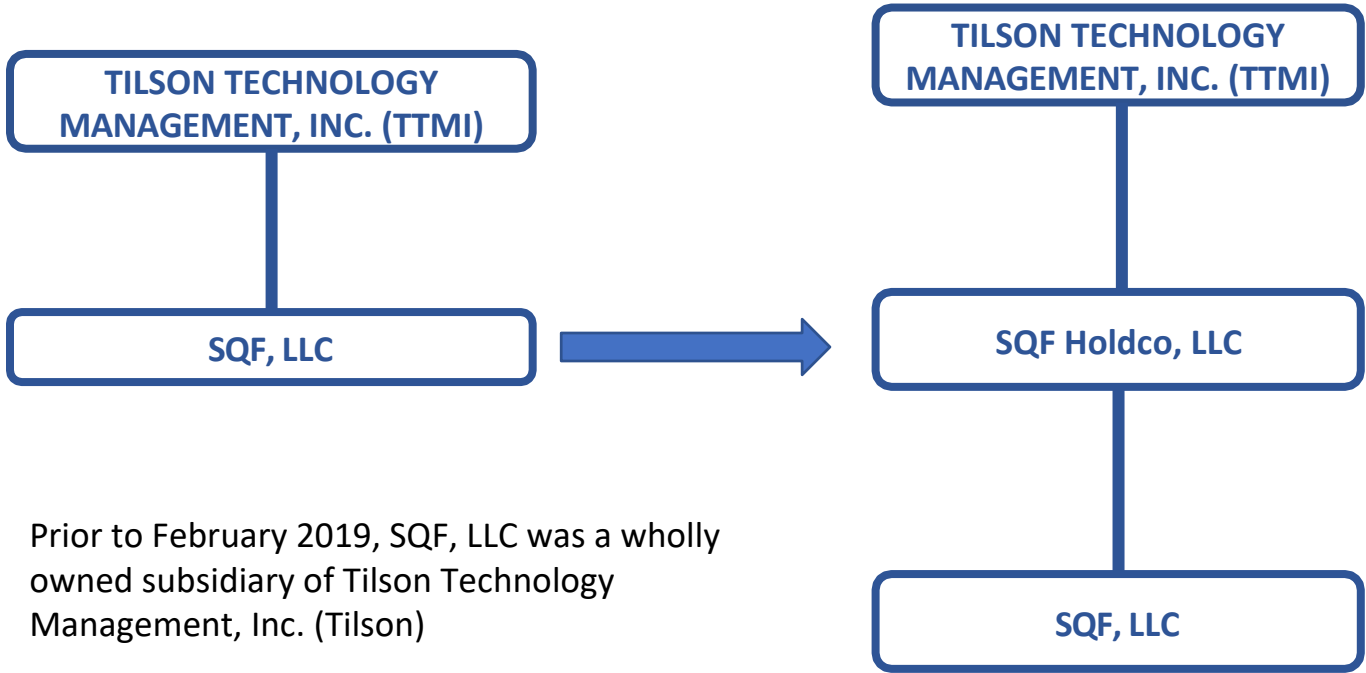
Organizational Charts (Pre- and Post-Transaction)



SQF, LLC was a wholly owned subsidiary of TTMI.

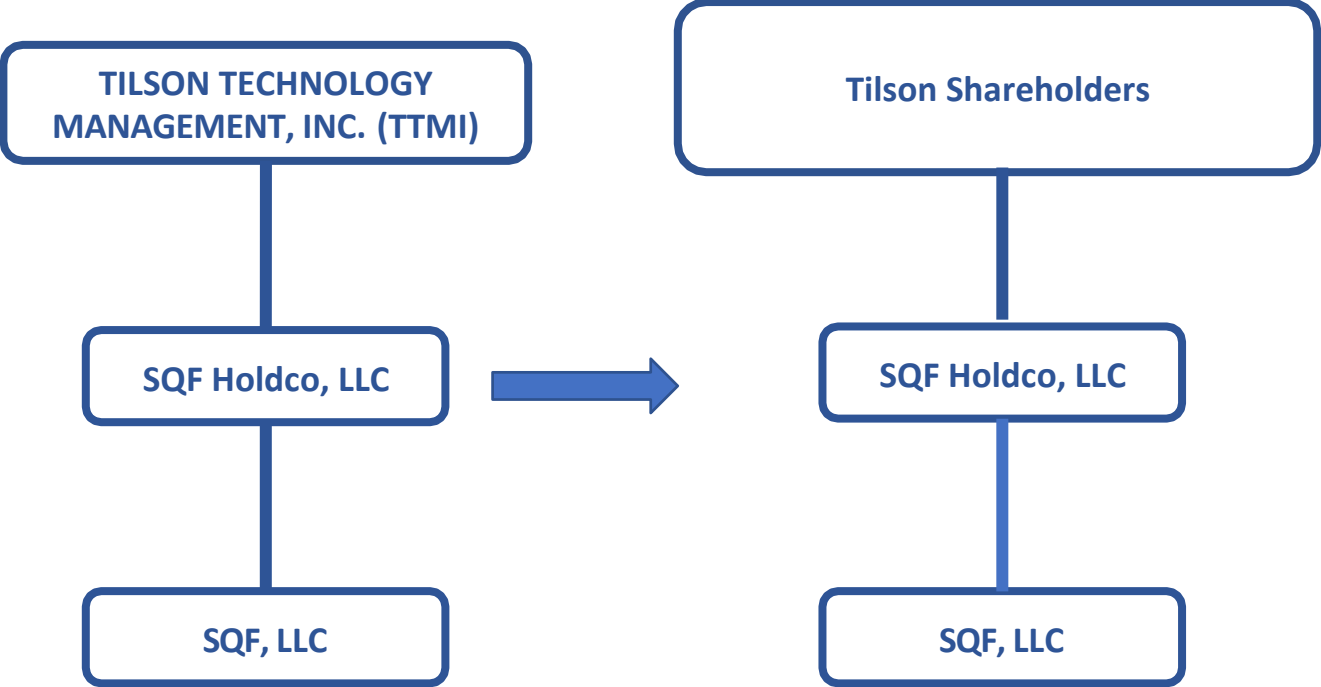
Contribution to SQF HoldCo

Attachment B



Prior to February 2019, SQF, LLC was a wholly owned subsidiary of Tilson Technology Management, Inc. (Tilson)

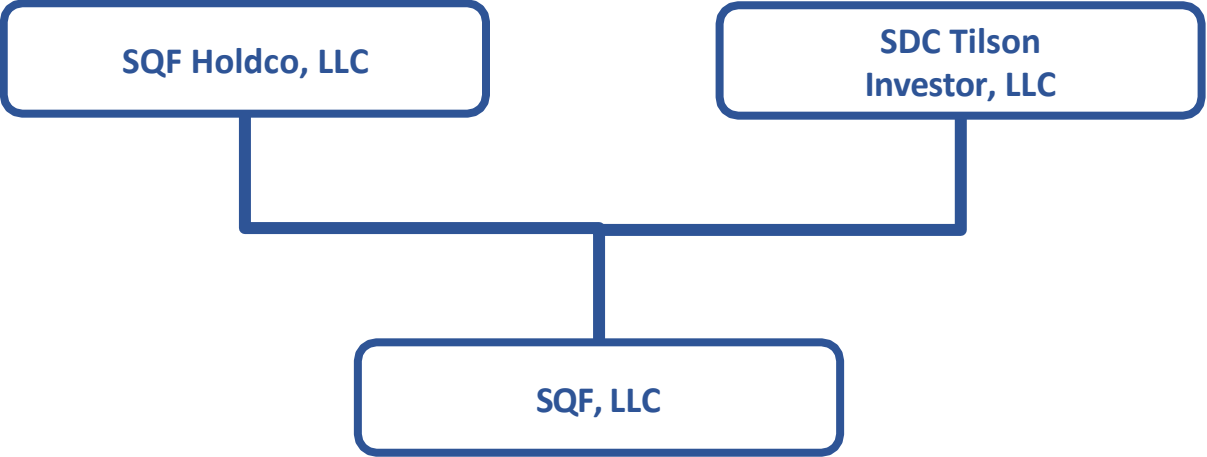
- In February 2019, Tilson:
- contributed SQF into a newly created subsidiary, SQF Holdco, LLC.
 - Converted SQF from a Maine to a Delaware LLC



- In March 2019, Tilson distributed units in SQF Holdco to Tilson’s shareholders, “spinning out” SQF HoldCo and with it, SQF into a separate company.
- SQF’s ultimate ownership (i.e., the Tilson investors) remained largely unchanged
- Tilson simultaneously entered into a Services Agreement with SQF whereby Tilson will manage and provide services to SQF.

SDC Investment in SQF – (Post Transaction Structure)

Attachment B



Attachment C

Copy of Investment Agreement (Confidential)

Attachment D**List of States Where Regulatory Approval is Sought**

State	Anticipated or Actual Filing Date
California	April 23, 2019
Georgia	April 15, 2019
Hawaii	May 10, 2019
Louisiana	April 29, 2019
Mississippi	May 9, 2019
Nebraska	May 8, 2019
Nevada	May 2, 2019
New Jersey	April 8, 2019
New York	April 5, 2019
Ohio	April 15, 2019
Pennsylvania	April 12, 2019
South Carolina	May 9, 2019
Virginia	May 10, 2019
West Virginia	May 2, 2019

Attachment E

Copy of Services Agreement (Confidential)

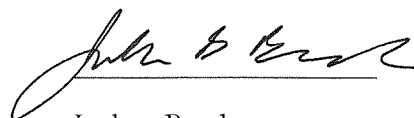
Attachment F

SQF Verification Statement

STATE OF MAINE)
)
)
COUNTY OF CUMBERLAND)

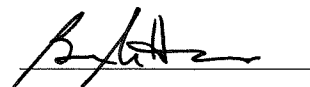
Verification

I, Joshua Broder, state that I am the Manager of SQF, LLC ("SQF") and that I am authorized to make this Verification on behalf of SQF. This filing was prepared under my direction and supervision, and the contents with respect to SQF are true and correct to the best of my knowledge, information, and belief.



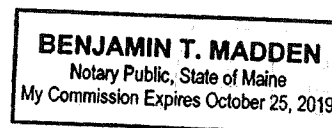
Joshua Broder
Manager - SQF, LLC

Sworn and subscribed before me this 2nd day of April, 2019.



NOTARY PUBLIC

My commission expires October 25, 2019



Attachment G

SDC Verification Statement

Verification

I, Todd Aaron, state that I am the sole member of SDC GP Manager, LLC, which is the Managing Member of SDC DIOF I GP, LLC, which is the the Non-Member Manager of SDC Tilson Investor, LLC ("SDC") and that I am authorized to make this Verification on behalf of SDC. This filing was prepared under my direction and supervision, and the contents with respect to SDC are true and correct to the best of my knowledge, information, and belief.

MANAGER:

SDC DIOF I GP, LLC, as
Non-Member Manager

By: SDC GP Manager, LLC,
as Managing Member

By:

Name: Todd Aaron
Title: Member

STATE OF NEW YORK

SS:

CITY/COUNTY OF Queens

Sworn and subscribed before me this 4th day of April, 2019.

NOTARY PUBLIC

My commission expires 12/12/2020

